UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re   :   Chapter 11
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DELPHI CORPORATION, et al.,   :   Case No. 05-44481 (RDD)
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               Debtors. :   (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR. P. 6004 AUTHORIZING DEBTORS TO ENTER INTO APPLICATION MAINTENANCE AND SUPPORT AGREEMENTS

("APPLICATION MAINTENANCE ORDER")

Upon the motion, dated March 30, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing, but not directing, the Debtors to enter into various application maintenance and support agreements; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1.   The Motion is GRANTED.

2.   The Debtors are authorized, but not directed, to enter into and fully perform under (a) an agreement between Computer Sciences Corporation ("CSC") and

Delphi which provides for the system support for SAP, commercial, supply chain, and

manufacturing services (the "CSC Agreement"), and (b) an amendment to the September

20, 2006 Master Service Agreement by and between Delphi and Electronic Data Systems

Corporation and EDS Information Services, L.L.C. (collectively with Electronic Data

Systems Corporation, "EDS") which provides for engineering systems support (together

with the CSC Agreement, the "Application Maintenance Agreements"), including making

all payments due to CSC and EDS under the Application Maintenance Agreements.

   3. The Debtors are authorized, but not directed, to execute and deliver,

and perform under, consummate, and implement all additional instruments and

documents as may be reasonably necessary or desirable to implement and perform under

the Application Maintenance Agreements.

   4. To the extent that Delphi makes a payment under the Application

Maintenance Agreements in respect of the liability of an affiliate Debtor, Delphi shall

have an allowed claim under section 503 of the Bankruptcy Code against the affiliate

Debtor for the amount of such payment.

   5. This Court shall retain jurisdiction to hear and determine all

matters arising from the implementation of this Order.

6.   The requirement under Rule 9013-1(b) of the Local Bankruptcy

Rules for the United States Bankruptcy Court for the Southern District of New York for

the service and filing of a separate memorandum of law is deemed satisfied by the

Motion.

Dated: New York, New York
         April __, 2007

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UNITED STATES BANKRUPTCY JUDGE